

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors) Objection Deadline: July 31, 2003 at 4:00 p.m.
Hearing Date: TBD only if necessary

**SUMMARY APPLICATION OF WOODCOCK WASHBURN FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL LITIGATION COUNSEL TO W.R.
GRACE & CO., ET AL., FOR THE MONTHLY INTERIM PERIOD OF MAY 1, 2003, THROUGH
MAY 31, 2003, FOR THE QUARTERLY FEE PERIOD OF APRIL – JUNE, 2003**

Name of Applicant: Woodcock Washburn LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors
and Debtors-in-Possession

Date of Retention: Retention Order entered January
22, 2003

Period for which compensation and
reimbursement is sought May 1, 2003, through May 31, 2003

Amount of Compensation sought as actual,
reasonable and necessary: \$ 20,293.50

Amount of Expense Reimbursement sought as
actual, reasonable and necessary: \$ 703.19

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a/ Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of May 2003. This is the fifth application for interim compensation for services that has been filed with the Bankruptcy Court by Woodcock and the second application for services in the April – June 2003 quarter. The following applications, which are pending, have been filed previously with the Court:

Date Filed	Period Covered	Requested Fees	Requested Disbursements
May 9, 2003	1/1 – 1/31/03	\$11,423.35	\$184.10
May 9, 2003	2/1 – 2/28/03	29,216.00	684.22
May 9, 2003	3/1 – 3/31/03	14,351.00	647.43
June 3, 2003	4/1 – 4/30/03	14,268.50	244.41

All fees and expenses for which compensation is sought in the current application were rendered by Applicant in connection with the specific matter for which it was retained as special litigation counsel: Representation of Debtor to intervene as a defendant in *David B. Bartholic and InterCat, Inc. v. Nol-Tec Systems, Inc.*, civil action 2:02CV408JM, pending in the United States District Court for the Northern District of Indiana. Except for the fees specifically identified as “Fee Applications, Applicant,” totaling \$1087.50, all fees and expenses for which reimbursement is sought were in the category “Litigation and Litigation Consulting” in the InterCat case.

The attorneys of Applicant who rendered professional services in this case during the Fee Period are:

Name of Professional Person	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$435.00	5.25	\$2,283.75
David R. Bailey	Partner	1990	IP Litigation	\$360.00	37.80	\$13,608.00
Frank T. Carroll	Associate	1998	IP Litigation	\$250.00	7.20	\$1,800.00
Chad Ziegler	Associate	1997	IP Litigation	\$265.00	9.90	\$2,623.50

Total Fees: \$ 20,293.50

Blended Rate: \$ 337.37

05/20/03	DRB	Preparation of discovery materials	2.50
05/21/03	DRB	Preparation of discovery requests	4.00
05/21/03	DRB	Investigation into use of Nol Tec loaders	1.00
05/21/03	DRB	Preparation of initial disclosures	2.00
05/22/03	DRB	Preparation of discovery materials	1.50
05/22/03	DRB	Analysis of refinery uses of Grace's products	0.50
05/23/03	DRB	Preparation of initial disclosure information and interviews with Grace personnel	1.70
05/23/03	DRB	Communication with NolTec counsel regarding discovery procedures	0.50
05/23/03	DRB	Advice to Grace regarding noninfringement	0.50
05/26/03	DRB	Preparation of discovery materials	2.00
05/27/03	DRB	Preparation of initial disclosures	0.50
05/27/03	DRB	Preparation of discovery requests	2.00
05/27/03	GHL	Review of Nol-Tec's responses to InterCat discovery requests; consideration of Grace's initial disclosures and discovery requests to be served on InterCat;	0.70
05/28/03	DRB	Preparation of initial disclosures and coordinating interviews with Grace	2.00
05/28/03	DRB	Preparation of discovery materials	1.50
05/28/03	GHL	Fee Applications, Applicant preparation of fee application for April	0.70
05/29/03	FTC	Further prior art analysis	0.80
05/29/03	DRB	Preparation of initial discovery materials	1.00
05/30/03	DRB	Preparation of initial discovery	0.80

SERVICES	\$	20,293.50
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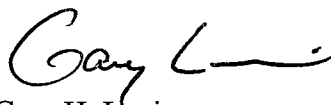
GHL	GARY H. LEVIN	5.20	hours at \$	435.00
DRB	DAVID R. BAILEY	37.80	hours at \$	360.00
CEZ	CHAD E. ZIEGLER	9.90	hours at \$	265.00
FTC	FRANK T. CARROLL	7.20	hours at \$	250.00

DISBURSEMENTS:

FEES TO LOCAL COUNSEL (Beckman, Kelly, & Smith, Hammond IN)	483.50
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WHEREFORE, Applicant respectfully requests (a) that an allowance be made to it, as fully described above for (i) 80% of the amount of \$20,293.50 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$16,234.80) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by applicant during the Fee Period (\$703.19); and (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates.

Respectfully submitted

A handwritten signature in black ink, appearing to read "Gary H. Levin". The signature is fluid and cursive, with a long horizontal stroke at the end.

Dated: July 7, 2003

Gary H. Levin
David R. Bailey
Woodcock Washburn LLP
One Liberty Place – 46th Floor
Philadelphia, PA 19103
(215) 568-3100
levin@woodcock.com

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

Objection Deadline: July 31, 2003 at 4:00 p.m.
Hearing Date: TBD only if necessary

FEE DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION
FOR THE PERIOD FROM MAY 1, 2003 THROUGH MAY 31, 2003

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Intercat v. Nol-Tec
Civil Action No.: 2:02CV408JM
United States District Court
Northern District of Indiana

05/01/03	GHL	Telephone conference with Mr. Maggio regarding proposed agreement with refinery, and review of proposal;	0.30
05/01/03	DRB	Analysis of potential discovery issues	0.50
05/02/03	DRB	Analysis of potential summary judgment issues	0.50
05/03/03	GHL	Fee Application, Applicant - preparation of Certificates of No Objection and of Quarterly Application for January-March 2003	1.70
05/05/03	DRB	Analysis of Intercat discovery requests	0.40
05/05/03	GHL	Review of information from Grace relating to refineries and loader use;	0.30
05/09/03	DRB	Analysis of discovery issues	0.50
05/12/03	DRB	Preparation of discovery materials	2.00
05/13/03	DRB	Analysis of discovery issues and requests	2.90
05/14/03	CEZ	Drafted document discovery requests; discussed same and other discovery issues with D. Bailey.	4.00
05/14/03	DRB	Preparation of discovery materials	1.50
05/14/03	FTC	Reviewed plaintiff's first set of interrogatories, drafting discovery requests.	2.90
05/15/03	CEZ	Invalidity analysis	3.00
05/15/03	FTC	Meeting regarding document discovery and overall case strategy.	0.70
05/15/03	CEZ	Drafted document discovery requests; reviewed interrogatories prepared by F. Carroll.	2.20
05/15/03	GHL	Review of court's order granting Grace's intervention motion, and case strategy meeting with trial team in view of same; review of defenses to be asserted;	1.50
05/15/03	DRB	Develop strategy for Grace following entry of order adding Grace as a party; defense review	1.00
05/15/03	FTC	Prior art analysis	2.80
05/15/03	CEZ	Meeting regarding case management issues	0.70
05/16/03	DRB	Preparation of discovery materials	1.00
05/19/03	DRB	Preparation of discovery materials	1.00
05/20/03	DRB	Preparation of initial disclosures	2.50

05/20/03	DRB	Preparation of discovery materials	2.50
05/21/03	DRB	Preparation of discovery requests	4.00
05/21/03	DRB	Investigation into use of Nol Tec loaders	1.00
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05/22/03	DRB	Analysis of refinery uses of Grace's products	0.50
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05/23/03	DRB	Advice to Grace regarding noninfringement	0.50
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05/27/03	DRB	Preparation of initial disclosures	0.50
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DRB	DAVID R. BAILEY	37.80	hours at \$	360.00
CEZ	CHAD E. ZIEGLER	9.90	hours at \$	265.00
FTC	FRANK T. CARROLL	7.20	hours at \$	250.00

DISBURSEMENTS:

FEES TO LOCAL COUNSEL (Beckman, Kelly, & Smith, Hammond IN)	483.50
POSTAGE & DELIVERY	8.98
TELEFAX, TELEPHONE	171.35
PHOTOCOPYING	19.80
COMPUTER SEARCH	19.56
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DISBURSEMENT TOTAL	\$ 703.19
SERVICE TOTAL	\$ 20,293.50
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INVOICE TOTAL	\$ 20,996.69
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